



Interregional Distribution Grid Company of Centre,  
Public Joint-Stock Company  
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**MINUTES**  
**of the Annual General Meeting of Shareholders**  
**of Interregional Distribution Grid Company of Centre,**  
**Public Joint-Stock Company**

«30» May 2019

city of Moscow

№ 01/19

<b>Full legal name of the Company:</b>	Interregional Distribution Grid Company of Centre, Public Joint-Stock Company
<b>Location of the Company:</b>	Moscow, Russia
<b>Address (registered office)</b>	Moscow, 127018, 2nd Yamskaya, 4
<b>Type of the General Meeting</b>	Annual
<b>Form of the Meeting holding:</b>	Meeting (joint presence of shareholders to discuss the agenda items and decision-making on matters put to the vote)
<b>Date of the Meeting holding:</b>	30 May 2019
<b>Venue of the General Meeting holding:</b>	171, Dmitrovskoe highway, Moscow (hotel complex «Holiday Inn Vinogradovo», conference-centre)
<b>Opening time of registration of persons entitled to participate in the General Meeting:</b>	09 hours 00 minutes
<b>Opening of the General Meeting:</b>	10 hours 00 minutes
<b>Registration closing time of persons eligible to participate in the General Meeting:</b>	11 hours 25 minutes
<b>Start of the vote counting:</b>	12 hours 00 minutes
<b>Closing of the General Meeting:</b>	12 hours 52 minutes
<b>Record date of the list of persons eligible to participate in the General Meeting:</b>	05 May 2019
<b>Completed voting ballots were sent to the following postal addresses:</b>	- 127018, Russia, Moscow, 2nd Yamskaya, 4, IDGC of Centre, PJSC, - 127137, Russia, Moscow, p/o box 54, JSC VTB Registrar. - <a href="http://www.vtbreg.ru">http://www.vtbreg.ru</a> - for filling out the electronic bulletin form.
<b>Date of drawing up the Minutes:</b>	31 May 2019

Voting results were declared at the Meeting on 30 May 2019 at 12 hours 45 minutes.

<b>Person presiding at the Annual General Meeting of Shareholders</b>	- Alexander Ivanovich Kazakov, Chairperson of the Board of Directors of IDGC of Centre, PJSC
<b>Presidium of the Annual General Meeting of Shareholders:</b>	
Igor Vladimirovich Makovskiy	- Nominee to the Board of Directors, Chairman of the Management Board, General Director of IDGC of Centre, PJSC
Sergey Vladimirovich Chebotarev	- Nominee to the Board of Directors, Vice-President for Power Engineering of NLMK
Alexey Yuryevich Krashakov	- Nominee to the Board of Directors, Director of the Department of Financial Markets of Joint-Stock Company Commercial Bank "Solidarnost"
Nikolay Vasilyevich Kalinin	- Chairman of the Trade Union Organization of a branch of IDGC of Centre, PJSC - Kurskenergo
<b>Secretary of the Annual General Meeting of Shareholders</b>	- Svetlana Vladimirovna Lapinskaya, Corporate Secretary of IDGC of Centre, PJSC
<b>Tabulation Commission of the Annual General Meeting of Shareholders</b>	- JSC VTB Registrar (hereinafter – the Registrar) Location of JSC VTB Registrar: Moscow Person authorized by the Registrar CEO Konstantin Sergeevich Petrov, acting under the Charter

### **Agenda of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC:**

1. On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018.
2. On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018.
3. On election of members of the Board of Directors of the Company.
4. On election of members of the Audit Commission of the Company.
5. On approval of the Auditor of the Company.
6. On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition.
7. On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
8. On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.
9. On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.
10. On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
11. On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".
12. On participation of IDGC of Centre, PJSC in NP "NTS EES".

In accordance with paragraph 10.10 of Article 10 of the Articles of Association of the Company, and paragraph 7.2 of Article 7 of the Regulation on the General Meeting of

Shareholders of IDGC of Centre, PJSC the presiding functions at the General Meeting of Shareholders were performed by Chairperson of the Board of Directors of the Company - **Alexander Ivanovich Kazakov**.

In accordance with paragraph 7.6 of Article 7 of the Regulation on the General Meeting of Shareholders of IDGC of Centre, PJSC **Svetlana Vladimirovna Lapinskaya** - Corporate Secretary of IDGC of Centre, PJSC was elected as the Secretary of the Annual General Meeting of Shareholders of the Company by the decision of the Board of Directors of the Company on 26.04.2019.

In accordance with paragraph 1 of Article 56 of Federal Law “On Joint Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and paragraph 11.3 of Article 11 of the Articles of Association of the Company the Company’s Registrar – JSC VTB Registrar is performing the functions of the Tabulation Commission at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC. Chairman of the Tabulation Commission - **Konstantin Sergeevich Petrov** – CEO of **JSC VTB Registrar**.

In accordance with Article 51 of the Federal Law “On Joint Stock Companies” the Board of Directors of IDGC of Centre, PJSC determined on 24.04.2019 that 05.05.2019 is the record date of the list of persons entitled to participate in the Annual General Meeting of Shareholders.

A.I. Kazakov, presiding at the Annual General Meeting, announced the results of activities for 2018 of ROSSETI’s Group of Companies, outlined the key performance indicators of IDGC of Centre, PJSC for 2018 and gave the floor to Chairman of the Tabulation Commission – K.S. Petrov to declare the results of registration at 10 hours 00 minutes and to explain the order of voting on the agenda items.

Total number of placed shares of IDGC of Centre, PJSC that had voting power at the Annual General Meeting of Shareholders amounted to **42 217 941 468**. Persons, registered for participation in the Annual General Meeting of Shareholders at 10 hours 00 minutes (the Meeting opening), had **36 474 999 195** votes according to the number of ordinary shares held by them.

In accordance with the requirements of item 1 of Article 58 of the Federal Law “On Joint-Stock Companies” dated 26.12.1995 № 208-FZ (in the current edition) and item 11.10. of Article 11 of the Company’s Articles of Association the quorum is present and the Annual General Meeting of Shareholders of IDGC of Centre, PJSC is entitled to take decisions on all items of the agenda.

A.I. Kazakov, presiding at the Annual General Meeting, announced the Annual General Meeting of Shareholders of IDGC of Centre, PJSC **open** and read the agenda and rules of procedure of the Annual General Meeting of Shareholders of IDGC of Centre, PJSC.

Next, in accordance with the agenda and rules of procedure of the Meeting of Shareholders:

**Regarding item № 1 «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018»** they heard a report of **Igor Vladimirovich Makovskiy** - in regards with *approval of the annual report for the reporting year of 2018*.

The report on item №1 of the Meeting’s agenda is kept in the materials for the Meeting.

The speaker informed that the annual report of the Company was previously approved and recommended for approval by the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 26.04.2019.

General Director of the Company, I.V. Makovskiy, presented to shareholders the Company's performance in 2018. Igor Makovskiy in his speech noted that in the reporting year, the Company fully provided reliable and high-quality power supply to consumers in 11 regions of the central part of Russia, and also achieved positive financial and operational results on its main activities, while maintaining dominant positions in the electricity transmission and grid connection markets in the regions of operations. Remaining one of the leaders in terms of the length of power lines and substation capacity among distribution grid companies, the Company continues to actively upgrade its production assets and reduce the specific failure rate.

The annual report of IDGC of Centre, PJSC following the results of 2018 is attached (Appendix to the Minutes).

Regarding item № 1 they heard a co-report of Acting Deputy General Director for Economy and Finance **Artem Gennadyevich Aleshin** in regards with *approval of the annual accounting (financial) statements for 2018*.

The co-report on item №1 of the Meeting's agenda is kept in the materials for the Meeting.

The Speaker informed that the Company's statements for 2018 were previously approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 26.04.2019.

Artem Aleshin in the course of the report focused on the main financial results of the Company for 2018 and the main factors that influenced the Company's activities.

The annual accounting (financial) statements of IDGC of Centre, PJSC for 2018 are attached (Appendix to the Minutes).

Regarding item № 1 of the Meeting's agenda the draft decision is presented in voting ballot № 1.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item № 2 «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018»** they heard a report of **Artem Gennadyevich Aleshin**.

The report on item №2 of the Meeting's agenda is kept in the materials for the Meeting.

The Speaker informed that the distribution of profit of the Company following the results of the reporting year of 2018 was tentatively approved and recommended for approval to the Company's Annual General Meeting of Shareholders by the Company's Board of Directors on 26.04.2019.

The Company's Board of Directors also recommended to the Annual General Meeting of Shareholders to pay dividends on ordinary stocks of the Company following the results of 2018 in the amount of RUB 0,0207533 per ordinary share of the Company in cash to a nominal holder and a beneficial owner being a professional securities market participant no later than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

Regarding item № 2 of the Meeting's agenda the draft decision is presented in voting ballot № 1.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Before considering the third item of the agenda, A.I. Kazakov, presiding at the Annual General Meeting, gave the floor to Chairman of the Tabulation Commission – K.S. Petrov to bring to the notice of the persons present at the Meeting the information about the number of votes cast for each candidate, on ballots received before 27.05.2019 (the deadline for accepting ballots).

**Next regarding item № 3 «On election of members of the Board of Directors of the Company»** they heard a report of Acting Deputy General Director for Corporate Governance **Maria Nikolayevna Lobkova**.

The report on item №3 of the Meeting's agenda is kept in the materials for the Meeting.

In accordance with item 16.1 of Article 16 of the Articles of Association of the Company the number of members of the Board of Directors of the Company shall be 11 (eleven) persons.

19 candidates were included in the voting ballot. Written consent of all the candidates, nominated for election to the Board of Directors of IDGC of Centre, PJSC, is available.

Regarding item № 3 of the Meeting's agenda the draft decision is presented in voting ballot № 2.

According to item 4 of Article 66 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ, the election of members of the Board of Directors is made by cumulative voting. The candidates with the highest number of votes are considered elected.

**Regarding item № 4 «On election of members of the Audit Commission of the Company»** they heard a report of **Artem Gennadyevich Aleshin**.

The report on item №4 of the Meeting's agenda is kept in the materials for the Meeting.

In accordance with paragraph 24.1 of Article 24 of the Articles of Association of the Company the number of members of the Audit Commission shall be 5 (five) persons.

5 candidates were included in the voting ballot. Written consent of all the candidates, nominated for election to the Audit Commission of IDGC of Centre, PJSC, is available.

Regarding item № 4 of the Meeting's agenda the draft decision is presented in voting ballot № 3.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item № 5 «On approval of the Auditor of the Company»** they heard a report of **Artem Gennadyevich Aleshin**.

The report on item №5 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of the Company on 26.04.2019 reviewed the auditor's

nomination and proposed to the Annual General Meeting of Shareholders for audit of financial and economic activities for 2019 to approve Ernst & Young LLC as the Auditor of IDGC of Centre, PJSC.

Regarding item № 5 of the Meeting's agenda the draft decision is presented in voting ballot № 1.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding items №№6-10** they heard reports of Maria Nikolayevna Lobkova:

**6. «On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition».**

**7. «On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition».**

**8. «On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition».**

**9. «On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition».**

**10. «On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition».**

The reports regarding items №№6-10 of the Meeting's agenda are kept in the materials for the Meeting.

The initiator of the amendments to the Articles of Association and the internal documents of the Company was the Company's Board of Directors.

The drafts of the revised Articles of Association of IDGC of Centre, PJSC, the Regulation on the Board of Directors of IDGC of Centre, PJSC, the Regulation on the Management Board of IDGC of Centre, PJSC, the Regulation on the General Meeting of IDGC of Centre, PJSC, the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC are attached (Appendices to the Minutes).

Regarding items № 6, №10 of the Meeting's agenda the draft decisions are presented in voting ballot № 1.

Regarding items №№ 7-9 of the Meeting's agenda the draft decisions are presented in voting ballot № 3.

In accordance with item 4 of Article 49 of the Federal Law “On Joint-Stock Companies” and item 10.5 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on item № 6 is taken by a three-fourths majority vote of shareholders - owners of voting shares of the Company participating in the Meeting.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decisions on items №№ 7-10 are taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item № 11 «On participation of IDGC of Centre, PJSC in Association SRO “Centre of Survey”»** they heard a report of First Deputy General Director – Chief Engineer

of the Company Alexander Viktorovich Pilyugin.

The report on item №11 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of the Company on 26.04.2019 preliminarily reviewed the material conditions and recommended to the Annual General Meeting of Shareholders to approve the participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey".

Regarding item № 11 of the Meeting's agenda the draft decision is presented in voting ballot № 4.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

**Regarding item № 12 «On participation of IDGC of Centre, PJSC in NP "NTS EES"»** they heard a report of Alexander Viktorovich Pilyugin.

The report on item №12 of the Meeting's agenda is kept in the materials for the Meeting.

The Board of Directors of the Company on 26.04.2019 preliminarily reviewed the material conditions and recommended to the Annual General Meeting of Shareholders to approve the participation of IDGC of Centre, PJSC in NP "NTS EES".

Regarding item № 12 of the Meeting's agenda the draft decision is presented in voting ballot № 4.

In accordance with item 2 of Article 49 of the Federal Law «On Joint-Stock Companies» dated 26.12.1995 № 208-FZ and item 10.4 of Article 10 of the Articles of Association of IDGC of Centre, PJSC the decision on the item is taken by a majority of votes of shareholders – owners of voting shares of the Company participating in the Meeting.

Next, after the reports A.I. Kazakov gave the floor to the management of the Company to answer questions received from shareholders (shareholders' representatives) both at the Meeting and shareholders who used the e-mail [ir@mrsk-1.ru](mailto:ir@mrsk-1.ru), and the shareholders' forum <https://www.mrsk-1.ru/about/management/controls/stockholders/material/gosa2019/forum/>

After the answers to the questions, A.I. Kazakov, presiding at the Annual General Meeting, informed that all the items of the agenda of the Meeting of Shareholders were considered and gave the floor to Chairman of the Tabulation Commission – K.S. Petrov to inform the persons, present at the meeting, on the number of votes held by the persons registered (participating) in the Meeting at that moment.

At 11 hours 30 minutes the start of voting was announced.

12 hours 00 minutes was determined to be the time of end of taking ballots from shareholders and a technical break was declared to count the votes.

After completion of the technical break, Chairman of the Tabulation Commission K.S. Petrov announced the voting results.

After that the decisions taken by the Meeting of Shareholders were announced at the Annual General Meeting of Shareholders.

**ITEMS PUT TO THE VOTE AND VOTING RESULTS ON EACH ITEM OF THE AGENDA:**

**Regarding item 1 of the agenda «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018»:**

- To approve the Company's Annual Report for 2018.
- To approve the Company's annual accounting (financial) statements for 2018.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
<b>«FOR»</b>	<b>36 262 055 412</b>
<b>«AGAINST»</b>	<b>859 087</b>
<b>«ABSTAINED»</b>	<b>253 041 474</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>10 695 839</b>

**Decision is taken.**

**Regarding item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018»:**

- To approve the following distribution of profits (losses) of the Company for the reporting year of 2018.

Name	(thous. RUB)
<b>Retained earnings (loss) for the reporting period:</b>	<b>1 405 372</b>
<b>To be distributed to:</b>	
Reserve fund	0
Profit for development	<b>529 210</b>
Dividends	<b>876 162</b>
Repayment of losses of previous years	0

- To pay dividends on common stocks of the Company following the results of 2018 in the amount of **0,0207533 RUB** per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as **10 June 2019**.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
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«FOR»	35 215 450 542
«AGAINST»	862 803
«ABSTAINED»	1 301 672 304
Number of votes in ballots declared invalid or not counted on other grounds	8 666 163

**Decision is taken.**

**Regarding item 3 of the agenda «On election of members of the Board of Directors of the Company»:**

To elect the following Company's Board of Directors:

Item #	Candidate for the Board of Directors of the Company	Position, place of work of the candidate for the Board of Directors of the Company (at the time of nomination)
1.	Tatiana Petrovna Dronova	Deputy General Director for Strategy and Development of ZAO "Investment Holding "Energy Alliance"
2.	Alexander Viktorovich Golovtsov	
3.	Vitaly Yuryevich Zarkhin	
4.	Andrey Vladimirovich Morozov	Legal Director, Association of Institutional Investors
5.	Alexander Viktorovich Shevchuk	Executive Director, Association of Institutional Investors
6.	Alexey Yuryevich Krashakov	Director of the Department of Financial Markets, Joint-Stock Company Commercial Bank "Solidarnost"
7.	Sergey Vladimirovich Chebotarev	Vice-President for Power Engineering, NLMK
8.	Anastasiya Igorevna Krupenina	
9.	Alexander Viktorovich Varvarin	Vice-President - Managing Director for Corporate Relations and Legal Support of Russian Union of Industrialists and Entrepreneurs
10.	Alexander Ivanovich Kazakov	Chairman of the Board of Directors of JSC "DVEUK", professional director
11.	Andrey Vyacheslavovich Logatkin	Director of International Cooperation Department of PJSC ROSSETI
12.	Igor Vladimirovich Makovskiy	General Director of IDGC of Centre, PJSC
13.	Evgeny Alexandrovich Olkhovich	Deputy Director General for Strategic Development and Technological Innovation of PJSC ROSSETI
14.	Alexey Igorevich Pavlov	Director of Treasury Department of PJSC ROSSETI
15.	Natalia Vladimirovna Paramonova	Director of Economics Department of PJSC ROSSETI
16.	Larisa Anatolievna Romanovskaya	Top Advisor of PJSC ROSSETI
17.	Maxim Mikhailovich Saukh	Head of Corporate Relations Office of Corporate Governance Department of PJSC ROSSETI
18.	Makar Andreevich Timofeev	Director of Service Sales Department of PJSC ROSSETI
19.	Dmitry Alexandrovich Chevkin	Deputy Director of HR Department of PJSC ROSSETI

Number of cumulative votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	42 217 941 468 x 11 = 464 397 356 148
Number of cumulative votes, to be accounted for voting shares of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	42 217 941 468 x 11 = 464 397 356 148

Number of cumulative votes, owned by <b>persons, who participated</b> in the general meeting on this agenda item	<b>36 526 651 812x 11 = 401 793 169 932</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each candidate, who chose the voting option «**FOR**»:

Item #	Candidate's full name	Number of votes for cumulative voting
<b>«FOR», distribution of votes for candidates</b>		
1	Tatiana Petrovna Dronova	27 449 782
2	Alexander Viktorovich Golovtsov	<b>37 365 945 004</b>
3	Vitaly Yuryevich Zarkhin	<b>37 365 511 354</b>
4	Andrey Vladimirovich Morozov	55 534 641
5	Alexander Viktorovich Shevchuk	<b>35 871 062 833</b>
6	Alexey Yuryevich Krashakov	20 247 222 194
7	Sergey Vladimirovich Chebotarev	23 545 187
8	Anastasiya Igorevna Krupenina	3 732 458 184
9	Alexander Viktorovich Varvarin	<b>31 697 951 975</b>
10	Alexander Ivanovich Kazakov	<b>33 602 107 306</b>
11	Andrey Vyacheslavovich Logatkin	<b>33 365 922 388</b>
12	Igor Vladimirovich Makovskiy	<b>34 715 008 685</b>
13	Evgeny Alexandrovich Olkhovich	7 137 796
14	Alexey Igorevich Pavlov	<b>33 367 203 908</b>
15	Natalia Vladimirovna Paramonova	4 469 434
16	Larisa Anatolievna Romanovskaya	<b>33 371 232 419</b>
17	Maxim Mikhailovich Saukh	<b>33 365 098 126</b>
18	Makar Andreevich Timofeev	5 143 317
19	Dmitry Alexandrovich Chevkin	<b>33 365 292 765</b>
<b>«FOR»</b>		<b>401 555 297 298</b>
<b>«AGAINST» all candidates</b>		<b>2 138 444</b>
<b>«ABSTAINED» for all candidates</b>		<b>103 280 683</b>
Number of votes in ballots declared invalid or not counted on other grounds		<b>132 453 507</b>

Eleven nominees with the largest number of votes are considered as elected to the Board of Directors of IDGC of Centre, PJSC.

**Decision is taken.**

**Regarding item 4 of the agenda «On election of members of the Audit Commission of the Company»**

To elect the following Company's Audit Commission:

Item #	Candidate for the Audit Commission of the Company	Position, place of work of the candidate for the Audit Commission of the Company (at the time of nomination)
1.	Sergey Vladimirovich Kiryukhin	Top Advisor of PJSC ROSSETI
2.	Marina Alekseevna Lelekova	Director of Internal Audit and Control Department of PJSC ROSSETI
3.	Svetlana Anatolyevna Kim	Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI
4.	Elena Alexandrovna Kabizskina	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI
5.	Artem Nikolaevich Kirillov	Deputy Head of Internal Audit Office of Internal Audit and Control Department of PJSC ROSSETI

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
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Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 794 691</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 505 035</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option for each candidate:

№	Candidate's full name	FOR	AGAINST	ABSTAIN	Invalid or not counted on other grounds
1	<b>Sergey Vladimirovich Kiryukhin</b>	25 454 535 562	604 113	11 061 500 198	9 865 162
2	<b>Marina Alekseevna Lelekova</b>	25 452 069 763	647 235	11 063 922 087	9 865 950
3	<b>Svetlana Anatolyevna Kim</b>	25 454 870 512	932 675	11 061 177 841	9 524 007
4	<b>Elena Alexandrovna Kabizskina</b>	25 450 731 370	1 922 983	11 063 941 378	9 909 304
5	<b>Artem Nikolaevich Kirillov</b>	25 454 535 295	594 113	11 061 641 150	9 734 477

Five nominees with the largest number of votes are considered to be elected to the Audit Commission of IDGC of Centre, PJSC.

**Decision is taken.**

**Regarding item 5 of the agenda «On approval of the Auditor of the Company»:**

To approve Ernst & Young LLC as the Auditor of the Company.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>36 253 568 157</b>
«AGAINST»	<b>604 648</b>
«ABSTAINED»	<b>263 690 887</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>8 788 120</b>

**Decision is taken.**

**Regarding item 6 of the agenda «On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition»**

To approve the Articles of Association of IDGC of Centre, PJSC in a new edition.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
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Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>35 321 916 343</b>
«AGAINST»	<b>728 139</b>
«ABSTAINED»	<b>1 194 408 142</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>9 599 188</b>

**Decision is taken.**

**Regarding item 7 of the agenda «On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>35 321 124 287</b>
«AGAINST»	<b>1 074 519</b>
«ABSTAINED»	<b>1 195 176 266</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>9 276 740</b>

**Decision is taken.**

**Regarding item 8 of the agenda «On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>35 321 545 430</b>

«AGAINST»	290 986	
«ABSTAINED»	1 195 574 543	
Number of votes in ballots declared invalid or not counted on other grounds		9 240 853

**Decision is taken.**

**Regarding item 9 of the agenda «On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item		42 217 941 468
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>		42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item		36 526 651 812
<b>Quorum</b> on this item (%)		86.5192

Number of votes, cast for each voting option:

Voting options	Number of votes	
«FOR»	35 271 446 198	
«AGAINST»	50 847 397	
«ABSTAINED»	1 195 129 619	
Number of votes in ballots declared invalid or not counted on other grounds		9 228 598

**Decision is taken.**

**Regarding item 10 of the agenda «On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

1. To approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

2. To apply the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition to members of the Company's Board of Directors elected at this and subsequent General Meetings of Shareholders of the Company.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item		42 217 941 468
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>		42 217 941 468
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item		36 526 651 812
<b>Quorum</b> on this item (%)		86.5192

Number of votes, cast for each voting option:

Voting options	Number of votes	
«FOR»	35 248 937 012	
«AGAINST»	66 918 933	
«ABSTAINED»	1 202 129 704	
Number of votes in ballots declared invalid or not counted on other grounds		8 666 163

**Decision is taken.**

**Regarding item 11 of the agenda «On participation of IDGC of Centre, PJSC in Association SRO “Centre of Survey”»:**

To approve the participation of IDGC of Centre, PJSC in the Association of the self-regulatory organization “Central Association of Engineering Survey Organizations for Construction “Centre of Survey” (Association SRO “Centre of Survey”) on the following essential conditions:

- the size of the entrance (one-time) fee – 20 000 (twenty thousand) rubles;
- the size of current annual membership fees – 54 000 (fifty four thousand) rubles;
- one-time contribution to the compensation fund for securing contractual obligations – 150 000 (one hundred fifty thousand) rubles;
- the size of a single contribution to the harm compensation fund – 50 000 (fifty thousand) rubles;
- the form of payment of contributions – cash;
- the annual target contribution for transfer to the National Association of self-regulatory organizations based on the membership of engineering survey entities and self-regulatory organizations based on the membership of entities engaged in preparation of design documentation (hereinafter referred to as NOPRIZ) is the same for all members, and its size is set by the All-Russian Congress of self-regulatory organizations based on the membership of entities performing engineering surveys and self-regulatory organizations engaged in preparation of design documentation. At the same time, the first such fee is paid by all members of the Association for the current year in proportion to the annual fee, based on the time of entry;
- the size of regular membership fees is approved by the General Meeting of Members of Association SRO “Centre of Survey”.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
«FOR»	<b>24 303 035 815</b>
«AGAINST»	<b>6 984 470</b>
«ABSTAINED»	<b>12 205 470 033</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>11 161 494</b>

**Decision is taken.**

**Regarding item 12 of the agenda «On participation of IDGC of Centre, PJSC in NP “NTS EES”»:**

To approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles.
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year.
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.

Number of votes, owned by <b>persons, included into the list of persons</b> , entitled to participate in the general meeting for voting on this agenda item	<b>42 217 941 468</b>
Number of votes, <b>to be accounted for voting shares</b> of the company on the given item of the agenda, determined <b>subject to provisions of paragraph 4.24 of the Regulations</b>	<b>42 217 941 468</b>
Number of votes, owned by persons, who participated in the General Meeting, on this agenda item	<b>36 526 651 812</b>
<b>Quorum</b> on this item (%)	<b>86.5192</b>

Number of votes, cast for each voting option:

Voting options	Number of votes
« <b>FOR</b> »	<b>24 304 165 180</b>
« <b>AGAINST</b> »	<b>850 981 717</b>
« <b>ABSTAINED</b> »	<b>11 360 808 794</b>
Number of votes in ballots declared invalid or not counted on other grounds	<b>10 696 121</b>

**Decision is taken.**

## DECISIONS TAKEN BY THE MEETING:

**Regarding item 1 of the agenda «On approval of the Annual Report, the annual accounting (financial) statements of the Company for 2018»:**

1. To approve the Company's Annual Report for 2018.
2. To approve the Company's annual accounting (financial) statements for 2018.

**Regarding item 2 of the agenda «On distribution of profits and losses of the Company (including the dividend payment (declaration)) following the results of the reporting year of 2018»:**

1. To approve the following distribution of profits (losses) of the Company for the reporting year of 2018.

Name	(thous. RUB)
<b>Retained earnings (loss) for the reporting period:</b>	<b>1 405 372</b>
<b>To be distributed to:</b>	
Reserve fund	0
Profit for development	<b>529 210</b>
Dividends	<b>876 162</b>
Repayment of losses of previous years	0

2. To pay dividends on common stocks of the Company following the results of 2018 in the amount of **0,0207533 RUB** per ordinary share of the Company in cash.

The dividend payment period to a nominal holder and a beneficial owner being a professional securities market participant is no more than 10 working days, to other registered shareholders - 25 working days from the record date of the list of persons entitled to receive dividends.

To define the record date of the list of persons entitled to receive dividends as **10 June 2019**.

**Regarding item 3 of the agenda «On election of members of the Board of Directors of the Company»:**

To elect the following Company's Board of Directors:

1. Alexander Viktorovich Golovtsov
2. Vitaly Yuryevich Zarkhin
3. Alexander Viktorovich Shevchuk
4. Igor Vladimirovich Makovskiy
5. Alexander Ivanovich Kazakov
6. Larisa Anatolievna Romanovskaya
7. Alexey Igorevich Pavlov
8. Andrey Vyacheslavovich Logatkin
9. Dmitry Alexandrovich Chevkin
10. Maxim Mikhailovich Saukh
11. Alexander Viktorovich Varvarin

**Regarding item 4 of the agenda «On election of members of the Audit Commission of the Company»:**

To elect the following Company's Audit Commission:

1. Svetlana Anatolyevna Kim
2. Sergey Vladimirovich Kiryukhin
3. Artem Nikolaevich Kirillov
4. Marina Alekseevna Lelekova
5. Elena Alexandrovna Kabizskina

**Regarding item 5 of the agenda «On approval of the Auditor of the Company»:**

To approve Ernst & Young LLC as the Auditor of the Company.

**Regarding item 6 of the agenda «On approval of the Articles of Association of IDGC of Centre, PJSC in a new edition»:**

To approve the Articles of Association of IDGC of Centre, PJSC in a new edition.

**Regarding item 7 of the agenda «On approval of the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.

**Regarding item 8 of the agenda «On approval of the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.

**Regarding item 9 of the agenda «On approval of the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition»:**

To approve the Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.

**Regarding item 10 of the agenda «On approval of the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition»:**

1. To approve the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.

2. To apply the Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition to members of the Company's Board of Directors elected at this and subsequent General Meetings of Shareholders of the Company.

**Regarding item 11 of the agenda «On participation of IDGC of Centre, PJSC in Association SRO "Centre of Survey"»:**

To approve the participation of IDGC of Centre, PJSC in the Association of the self-regulatory organization "Central Association of Engineering Survey Organizations for Construction "Centre of Survey" (Association SRO "Centre of Survey") on the following essential conditions:

- the size of the entrance (one-time) fee – 20 000 (twenty thousand) rubles;
- the size of current annual membership fees – 54 000 (fifty four thousand) rubles;
- one-time contribution to the compensation fund for securing contractual obligations – 150 000 (one hundred fifty thousand) rubles;
- the size of a single contribution to the harm compensation fund – 50 000 (fifty thousand) rubles;
- the form of payment of contributions – cash;
- the annual target contribution for transfer to the National Association of self-regulatory organizations based on the membership of engineering survey entities and self-regulatory organizations based on the membership of entities engaged in preparation of design documentation (hereinafter referred to as NOPRIZ) is the same for all members, and its size is set by the All-Russian Congress of self-regulatory organizations based on the membership of entities performing engineering surveys and self-regulatory organizations engaged in preparation of design documentation. At the same time, the first such fee is paid by all

members of the Association for the current year in proportion to the annual fee, based on the time of entry;

- the size of regular membership fees is approved by the General Meeting of Members of Association SRO “Centre of Survey”.

**Regarding item 12 of the agenda «On participation of IDGC of Centre, PJSC in NP “NTS EES”»:**

To approve the participation of IDGC of Centre, PJSC in Non-commercial partnership “Scientific and Technical Council of the Unified Energy System” (NP “NTS EES”) on the following essential conditions:

- the size of the entrance (one-time) fee – 2 100 000 (two million one hundred thousand) rubles;
- the size of current annual membership fees – 2 000 000 (two million) rubles.
- the form of payment of contributions – cash;
- when joining NP “NTS EES”, the Partnership Member pays an annual membership fee at the same time as the entrance fee is paid no later than 30 (Thirty) days from the date the Supervisory Board decides to accept the new Partnership Member. Subsequently, the payment of the annual membership fee is made no later than 1 February of each current year.
- the size and procedure for payment of the annual membership fee is determined by the Regulation on Contributions approved by the Supervisory Board of NP “NTS EES” and may be changed for subsequent periods.

After the announcement of the voting results and decisions, taken by the Meeting, the Annual General Meeting of Shareholders of IDGC of Centre, PJSC was adjourned.

**Appendices:**

1. Minutes of voting results at the Annual General Meeting of Shareholders of IDGC of Centre, PJSC dated 30.05.2019.
2. Annual report of IDGC of Centre, PJSC for 2018.
3. Annual accounting (financial) statements of IDGC of Centre, PJSC for 2018.
4. The Articles of Association of IDGC of Centre, PJSC in a new edition.
5. The Regulation on the Board of Directors of IDGC of Centre, PJSC in a new edition.
6. The Regulation on the Management Board of IDGC of Centre, PJSC in a new edition.
7. The Regulation on the General Meeting of IDGC of Centre, PJSC in a new edition.
8. The Regulation on the payment of remuneration and compensation to members of the Board of Directors of IDGC of Centre, PJSC in a new edition.
9. The written questions of shareholders (representatives of shareholders) of IDGC of Centre, PJSC.

**Person, presiding  
at the AGM of IDGC of Centre, PJSC**

**A.I. Kazakov**

**Secretary  
at the AGM of IDGC of Centre, PJSC**

**S.V. Lapinskaya**